

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE SONUS NETWORKS, INC.
SHAREHOLDER DERIVATIVE LITIGATION

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) Case No. 04-10359-DPW
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**TRANSMITTAL AFFIDAVIT OF GREGORY F. NOONAN
IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS CONSOLIDATED
SHAREHOLDER DERIVATIVE COMPLAINT**

I, Gregory F. Noonan, depose and state the following:

1. I am an associate with the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts. I am a member in good standing of the Bar of the Commonwealth of Massachusetts. I am counsel for nominal defendant Sonus Networks, Inc. and defendants Edward T. Anderson, Paul J. Ferri, Albert A. Notini and Paul J. Severino in the above-captioned matter.

2. I submit this affidavit on behalf of all the defendants and in support of Defendants' Motion to Dismiss Consolidated Shareholder Derivative Complaint in the above-captioned matter.

3. I have attached true and accurate copies of the following documents hereto:

a) Attached hereto as Exhibit A, June 7, 2005 Letter from John T. Dugan;

b) Attached hereto as Exhibit B, Verified Shareholder Derivative Complaint, Palma v. Ahmed, et al., 04-0753-BLS (Mass. Super. Ct. Feb. 20, 2004);

c) Attached hereto as Exhibit C, Memorandum and Order on Motions to Dismiss, In re Sonus Networks, Inc. Deriv. Litig., (Mass. Super. Ct. Sept. 27, 2004);

- d) Attached hereto as Exhibit D, Plaintiffs-Appellants Assented To Motion To Withdraw, In re Sonus Networks, Inc. Deriv. Litig., (Mass. App. Ct. June 24, 2005);
- e) Attached hereto as Exhibit E, Plaintiffs' Supplemental Memorandum of Law in Opposition to Defendants' Motion to Dismiss, In re Sonus Networks, Inc. Deriv. Litig., (Mass. Super. Ct. July 20, 2004);
- f) Attached as Exhibit F, Plaintiffs' Joint Memorandum of Law in Opposition To Defendants' Motion To Dismiss, In re Sonus Networks, Inc. Deriv. Litig., (Mass. Super. Ct. April 7, 2004);
- g) Attached as Exhibit G, Fourth Amended and Restated Certificate of Incorporation of Sonus Networks, Inc.;
- h) Attached as Exhibit H, Form 4 filed with the SEC by Edward T. Anderson on July 22, 2003;
- i) Attached as Exhibit I, Taddy v. Singh ("Primus"), No. 1:04cv1051 (E.D.Va. Dec. 8, 2004); and
- j) Attached as Exhibit J, Sonus Stock Prices.

Subscribed and sworn to under the pains and penalties of perjury this 15th day of August 2005.

S/ Gregory F. Noonan
Gregory F. Noonan, Esq.